

# **UPPER SHEYENNE RIVER BASIN JOINT WATER RESOURCE BOARD**

## **BY-LAWS**

### **ARTICLE I**

#### **Name and Location.**

Section 1. Name. The name of this organization shall be the Upper Sheyenne River Basin Joint Water Resource Board.

Section 2. Office. The principal office of the Upper Sheyenne River Basin Joint Water Resource Board shall be located at Lakota.

### **ARTICLE II**

#### **Seal**

Section 1. Seal. The Upper Sheyenne River Basin Joint Water Resource Board may have a seal, which shall have inscribed thereon the name Upper Sheyenne River Joint Board. The seal may be used by causing it or a facsimile thereof to be impresses or reproduced.

### **ARTICLE III**

#### **Membership**

Section 1. Membership. The Joint Board may draw members from the political entities that comprise the Upper Sheyenne River Basin, which includes the 12 counties of; Barnes, Benson, Eddy, Foster, Griggs, McHenry, Nelson, Pierce, Sheridan, Steele, Stutsman, Wells, and the Spirit Lake Nation.

Section 2. Membership fees. Member districts of the Joint Board shall pay a membership fee. The amount of the membership fee shall be set by resolution of the Upper Sheyenne River Basin Joint Water Resource Board (Joint Board). The failure of a Joint Board member district to pay the membership fee shall serve to suspend the right of any delinquent Joint Board member to vote at meetings of the Joint Board and the ability to serve on the Joint Board but shall not affect the obligations of the delinquent district member to carry out any commitments made by it while a member or which were the result of its members in the Joint Board.

## **ARTICLE IV**

### **Purposes**

Section 1. Purposes. The Legislative Assembly has authorized water resource districts, by agreement, to jointly and cooperatively exercise any power which may be exercised by a single board pursuant to Title 61 of the North Dakota Century Code, as amended. The water resource districts which are part of the Upper Sheyenne River Basin Joint Water Resource Board, have determined that a Joint Board is necessary to provide for a coordinated and cooperative approach to water management in the Upper Sheyenne River Basin. In addition, it was recognized by the water resource districts of the Upper Sheyenne River Basin that one entity

representing the entire Upper Sheyenne River Basin would better represent the area concerning planning and implementation of a complete water management plan for the watershed, and that one entity could better represent the entire Upper Sheyenne River Basin in dealing with federal, state, and other local governments.

Section 2. Mission. To bring the watershed above Bald Hill Dam (Lake Ashtabula) into a partnership in order to find solutions to water resource problems and issues. The Joint Board, through the power and authority of each respective county water resource district, is responsible for the consideration of improvements along the Sheyenne River and its' forest reaches, and to preserve and protect the interests and rights of landowners in the watershed, while remaining economically viable.

## **ARTICLE V**

### **Meetings**

Section 1. Regular Meetings. There shall be four (4) regular meetings of the Joint Board each year. The date, place, and time, of each regular meeting shall be designated by the Joint Board. Notice of regular meetings shall be mailed to each Board Member and each Alternate Board Member by the Secretary at least ten days before said meeting. The Joint Board can, by a majority vote, cancel any of the regular meetings

Section 2. Special Meetings. Special meetings may be called by the Secretary on order of the Chairman of the Joint Board or upon the written request of the majority of the qualified members of the Joint Board. Notice of a special meetings shall follow North Dakota's open meeting laws, and shall be mailed to each Board Member and to each Alternate Board Member

at least six (6) days before such meeting, provided, that a special meeting may be held at any time when all members of the Joint Board are present or consent thereto in writing.

Section 3. Quorum. A two-thirds majority (66.66%) of the Joint Board shall constitute a quorum for the transaction of the regular business of the Joint Board and a three-fourths majority (75%) of the Joint Board shall constitute a quorum for the transaction of any business relating to a project the Joint Board is or will be involved in. Any member may adjourn the meeting for want of a quorum.

Section 4. Order of Business.

1. Roll call, a quorum being present.
2. Reading of minutes of preceding meeting and action thereon.
3. Consideration of communications of the Joint Board
4. Reports of officers.
5. Reports of Committees.
6. Unfinished business.
7. New business.

## **ARTICLE VI**

### Votes and Proxies.

Section 1. Voting. The Joint Powers Agreement provides that each representative serving on the Joint Board shall represent one vote, except that there shall be a maximum of one vote from each county or tribal entity.

The Joint Powers Agreement also provides that each water resource district with a member on the Joint Board shall select an alternate who shall exercise the authority of the Joint Board representative in the event of his/her absence. In order to be more thoroughly informed and to more effectively represent their respective member district, alternates shall be encouraged to attend all Joint Board meetings, including those when the primary member is present.

In the event that both the regular and alternate Joint Board members are absent, vote by proxies will not be allowed at any meeting of the Joint Board thereof in the transaction of business for the Joint Board.

It shall be the intent of the Joint Board to establish a consensus on issues which are being considered. However, in the event of a failure to achieve a consensus, the vote of a majority of Joint Board members shall be necessary for the adoption of a matter before the Joint Board, except in those cases which are specified otherwise in the Joint Powers Agreement. For matters specified in the Joint Powers Agreement, the type of majority specified shall be secured before the matter is deemed approved.

## **ARTICLE VII**

### **Officers.**

Section 1. Officers. The officers of the Upper Sheyenne River Basin Joint Water Resource Board shall be a Chairman, a Vice-Chairman, and a Secretary-Treasurer as prescribed by law.

Section 2. Election of Officers. At the first regular meeting of the Joint Board every year, the Joint Board shall elect from its members the Chairman and Vice-Chairman of the Joint

board. The Joint Board shall also elect or appoint a Secretary-treasurer of the board at this meeting.

The terms of office for the Chairman, Vice Chairman, and the Secretary-Treasurer shall be for a period of one year from the first regular meeting of the Joint Board of each year until the first regular meeting of the Joint Board the following year or until their successors have been duly elected and qualified. If for any reason, any of the offices shall become vacant, such office shall be filled by election of the next regular or special meeting of the Joint Board. The person elected to fill such a vacancy shall serve for the balance of the term of the office in which the vacancy occurred.

Section 3. Duties of Officers. The Chairman of the Joint Board shall preside at all meetings of the Joint Board. He/she shall execute contracts, notes, trust indentures, and other instruments requiring the seal of the Joint Board. He/she shall have general powers and duties invested in the Chairman of a corporation, except as limited and qualified by statutes and these bylaws. The Chairman shall also do and perform such other duties as may be assigned to him/her by the Joint Board. The Chairman shall sign all warrants for the disbursement of Joint Board funds.

The Vice Chairman shall, in the absence or disability of the Chairman, or in the event of his/her death, resignation or removal from office, perform the duties and exercise the powers of the Chairman and shall perform such other duties as the Joint Board shall prescribe.

The Secretary-Treasurer shall attend all sessions of the Joint Board and shall record all votes and minutes of all proceedings in a book kept for that purpose. He/she shall serve as Secretary for the Joint Board and other standing committees of the Joint Board when required.

He/she shall give, or cause to be given, notice of all meetings to the members of the Joint Board as provided by law and these bylaws. He/she shall keep in safe custody the seal of the Joint Board and when authorized by the Joint Board, shall affix the same to any instrument requiring a seal and when affixed it shall be attested by his/her signature. He/she shall have custody of the Joint Board funds and securities and shall keep full and accurate accounts of the receipts and disbursements in the books belonging to the District and shall deposit such funds in the depository designated by law. He/she shall prepare vouchers and warrants for the payment of claims against the Joint Board and shall sign the warrants as the Secretary/Treasurer of the Joint Board. He/she shall be responsible for the preparation of a financial statement showing the receipts and disbursement of Joint Board funds. The Secretary-Treasurer shall be bonded by the Joint Board in accordance with § 61-16.1-05 of the North Dakota Century Code and as the Joint Board may prescribe. The offices of the Secretary and Treasurer may be held by the same person, and either or both offices may be held by someone not a member of the Joint Board.

## **ARTICLE VIII**

Finances.

Section 1. Fiscal Year. The fiscal year of the Joint Board shall commence on January 1<sup>st</sup> and shall close December 31<sup>st</sup>.

## **ARTICLE IX**

Amendments.

Section 1. Bylaws Amended. These bylaws may be amended at any regular meeting of the Joint Board by a majority vote of duly elected or appointed members of the Joint Board. Proposed amendments to the bylaws must be submitted to the Secretary of the Joint Board by a member of the Joint Board at least 30 days prior to the regular meeting of said board at which they are to be considered. Notice of meetings of the Joint Board at which proposed amendments to these bylaws will be considered, must be mailed to each member of the Joint Board along with a copy of the proposed bylaw amendment by the Secretary of the Joint Board at least 15 days prior to the regular meeting at which said amendment will be considered.

## **ARTICLE X**

### Governing Procedures.

Section 1. Robert's Rules of Order Apply. In all proceedings of the Joint Board, or any other committee as the Joint Board may create from time to time, the most recent edition of Robert's Rules of Order applies, except to the extent that the same may be inconsistent with any of the provisions of these Bylaws or the Joint Exercise Powers Agreement, as amended.